

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:

**HIGHLAND SELECT EQUITY
MASTER FUND, L.P.,**

§
§
§
§
§

CASE NO. 23-31037-swe7

Debtor.

**APPLICATION BY TRUSTEE TO EMPLOY PASSMAN & JONES,
P.C., AS SPECIAL COUNSEL TO THE TRUSTEE NUNC PRO TUNC**

NO HEARING WILL BE CONDUCTED HEREON UNLESS A WRITTEN RESPONSE IS FILED WITH THE CLERK OF THE UNITED STATES BANKRUPTCY COURT, 1100 COMMERCE STREET, SUITE 1254, DALLAS, TEXAS 75242 ON OR BEFORE CLOSE OF BUSINESS TWENTY-FOUR (24) DAYS FROM THE DATE OF SERVICE HEREOF.

ANY RESPONSE SHALL BE IN WRITING AND FILED WITH THE CLERK, AND A COPY SHALL BE SERVED UPON COUNSEL FOR THE TRUSTEE PRIOR TO THE DATE AND TIME SET FORTH HEREIN. IF A RESPONSE IS FILED, A HEARING WILL BE HELD WITH NOTICE ONLY TO THE RESPONDING PARTY.

IF NO RESPONSE IS TIMELY FILED, THE RELIEF REQUESTED MAY BE DEEMED TO BE UNOPPOSED, AND THE COURT MAY ENTER AN ORDER GRANTING THE RELIEF SOUGHT WITHOUT CONDUCTING A HEARING.

**TO THE HONORABLE SCOTT W. EVERETT
UNITED STATES BANKRUPTCY JUDGE:**

COMES NOW, Scott M. Seidel, Trustee (hereinafter the “*Trustee*”), and files this Trustee’s Application to Employ Passman & Jones as Special Counsel to the Trustee Nunc Pro Tunc (“*Application*”), and, in support thereof, would respectfully show this Court as follows:

1. On May 25, 2023 Highland Select Equity Master Fund, L.P. (the "**Debtor**") filed for relief under Chapter 7 of Title 11 of the United States Bankruptcy Code. Scott Seidel was appointed Chapter 7 Trustee and continues to act in his capacity as Trustee.

2. In the interim, Passman & Jones, P.C. assisted the Trustee with various aspects of this case. The Trustee now wishes to employ the law firm of Passman & Jones, P.C., 2500 Renaissance Tower, 1201 Elm Street, Dallas, Texas 75270, as his Counsel in this case. The Trustee has selected the law firm of Passman & Jones, P.C., due to the considerable experience of the attorneys at Passman & Jones in handling matters of this character. Passman & Jones' attorneys are admitted to practice before this Court, and are well qualified to represent the Trustee in this case.

3. From the initiation of this case through today, Passman & Jones, P.C. incurred fees and acted in good faith on behalf of the Estate in assisting the Trustee with regard to various matters. Therefore, the Trustee believes that exceptional circumstances are present in this case to warrant the *nunc pro tunc* approval of the Passman & Jones firm.

4. The professional services which Passman & Jones will render include, but are not limited to, the following:

- a. Furnishing legal advice to the Trustee with regard to his powers, duties and responsibilities as a Chapter 7 Trustee;
- b. The preparation, for and on behalf of the Trustee, of all necessary applications, motions, answers, orders, reports and other legal papers;

- c. Investigating and prosecuting preference and fraudulent transfer actions arising under the avoidance powers of the Bankruptcy Code;
- d. To appear for, prosecute, defend and represent Applicant's interest in suits arising in or related to this case; and
- e. Performing all other legal services for the Trustee which may be necessary herein.

5. To the best of Trustee's knowledge, the law firm of Passman & Jones, P.C., does not have any connection with either the creditors or any other party-in-interest which would prevent its employment as attorneys for the Trustee herein.

6. The terms of employment of Passman & Jones, as agreed to by the Trustee and subject to the approval of this Court, are that certain attorneys and personnel within the firm will undertake the representation of the Trustee at their respective standard hourly rates charged to all other clients, whether in bankruptcy or non-bankruptcy related matters. The Trustee has been informed that the normal hourly billing rates of Passman & Jones range from \$450.00 to \$525.00 per hour for shareholders, \$450.00 per hour for associates, and \$100.00 to \$200.00 per hour for paralegals. The hourly rates charged by the firm are subject to periodic adjustments to reflect changing economic conditions and the increasing experience and expertise of its attorneys and personnel in the area of bankruptcy law. Consistent with the rules and procedures of this District, counsel for the Trustee will file interim fee applications for approval of the payment for the fees and expenses incurred. It is anticipated that fees and expenses will be paid from monies in the estate, if any.

7. The firm of Passman & Jones, P.C., represents no interest adverse to either the Trustee or the estate in the matters to which it will be engaged for the Trustee and the employment of said firm would serve the best interests of this estate as set forth in Exhibit "A" attached hereto.

WHEREFORE, PREMISES CONSIDERED, Scott M. Seidel, Trustee, requests that this Honorable Court approve his employment of Passman & Jones, P.C., *nunc pro tunc*, effective as of June 1, 2023, under the terms specified hereinabove, together with such other and further relief to which he may be justly entitled.

Respectfully submitted,

/s/ Jerry C. Alexander

Jerry C. Alexander

Texas Bar No. 00993500

PASSMAN & JONES

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Dallas, Texas 75270

Telephone (214) 742-2121

Facsimile (214) 748-7949

Email: alexanderj@passmanjones.com

PROPOSED SPECIAL COUNSEL
FOR TRUSTEE

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the above and foregoing has been served via ECF/PACER and/or First Class U.S. Mail, postage prepaid, and/or via electronic mail, to the parties set forth on the attached service list on this the 2nd day of October 2023.

/s/ Jerry C. Alexander

Jerry C. Alexander

EXHIBIT "A" - AFFIDAVIT IN SUPPORT OF

APPLICATION TO EMPLOY SPECIAL COUNSEL

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

BEFORE ME, the undersigned authority, on this day personally appeared Jerry C. Alexander, who, being duly sworn, states upon his oath the following:

(1) "My name is Jerry C. Alexander. I am over twenty-one (21) years of age. I have never been convicted of a crime. I have personal knowledge of every statement made in this Affidavit and am fully competent to testify to the matters stated herein. I do hereby swear that all the facts contained herein are true and correct."


(2) "My office is located at Passman & Jones, a Professional Corporation, 1201 Elm Street, Suite 2500, in Dallas, Texas 75270."

(4) "Passman & Jones, A Professional Corporation is a disinterested person as required by 11 U.S.C. §327(a)."

(5) "I have advised the Trustee of my willingness to accept employment as Special Counsel. I expressly reserve the right to seek interim compensation during the pendency of the bankruptcy upon application and order of the Court and further expressly reserve the right to seek full and final compensation upon application and order of the Court. No retainer has been given to me with regard to services to be rendered on behalf of the Trustee in this case."

(6) I am a disinterested person as defined by 11 U.S.C. § 101(14)."

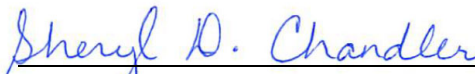
FURTHER AFFIANT SAITH NOT.



Jerry C. Alexander

SUBSCRIBED AND SWORN TO BEFORE ME, on this the 2nd day of October 2023, to which witness my hand and official seal of office.





Notary Public, State of Texas